

Exhibit 3

**IN THE UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION**

RHONDA BURNETT, JEROD BREIT,
HOLLEE ELLIS, FRANCES HARVEY,
and JEREMY KEEL, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

THE NATIONAL ASSOCIATION OF
REALTORS, REALOGY HOLDINGS
CORP., HOMESERVICES OF AMERICA,
INC., BHH AFFILIATES, LLC, HSF
AFFILIATES, LLC, RE/MAX LLC, and
KELLER WILLIAMS REALTY, INC.,

Defendants.

Case No. 19-CV-00332-SRB

**DECLARATION OF BRANDON J.B. BOULWARE
IN SUPPORT OF CLASS COUNSEL'S
MOTION FOR ATTORNEY'S FEES, COSTS, EXPENSES AND SERVICE AWARDS**

I, Brandon J.B. Boulware, state under oath, as follows:

1. I am a partner at Boulware Law LLC. I am admitted to this Court and am one of the attorneys for Plaintiffs and the Class. I submit this declaration in support of Plaintiffs' Motion for Attorneys' Fees, Expenses, and Service Awards. I make this statement of my own personal knowledge, and if called to testify, would testify competently thereto.¹

2. The following is a brief description of my professional background and the background of my firm. I am the founding partner of Boulware Law LLC where I focus my practice on complex litigation with an emphasis on antitrust litigation. Before my involvement in

¹ I have reviewed the declarations of co-counsel and adopt—but do not repeat here—their statements.

this case, I previously served as counsel for large corporate direct-action plaintiffs in antitrust matters involving polyurethane foam, containerboard, and rail freight surcharge. My law partner, Jeremy Suhr, and I have also worked as lead defense counsel in multiple antitrust class action matters throughout the country for corporate and individual clients, including MDL class actions. Beyond our antitrust practice, we have significant experience prosecuting and defending—and successfully trying before juries—other complex matters in Missouri, Kansas, and other states. Short biographies of Boulware Law attorneys (Brandon Boulware, Jeremy Suhr, and Erin Lawrence) can be found at www.boulware-law.com.

3. Boulware Law was appointed as Lead Class Counsel, along with Williams Dirks Dameron LLC and Ketchmark & McCreight, P.C. on behalf of the Class in the above-captioned case.

4. This was one of the most complicated antitrust cases in which I have participated. Our case challenged a system that at its core had been in existence for decades, and previous challenges to the system had been unsuccessful. We developed and prosecuted this case based on the central premise that Defendants' anticompetitive conspiracy has resulted in home sellers in Missouri-based markets (and, indeed, across the country) pay supra-competitive real estate broker commissions. The harm caused is in the billions of dollars, as we established at trial.

5. My firm, along with co-counsel, filed the original Class Action Complaint in April 2019. Our firm has been involved in every aspect of the litigation over the last five years, including but not limited to:

- researching the initial theory;
- drafting the original Class Action Complaint;

- briefing early-stage pretrial motions (including multiple attempts by Defendants to transfer, stay, and dismiss the case);
- negotiating ESI discovery;
- drafting written discovery;
- briefing and arguing discovery disputes;
- reviewing and coding millions of pages of documents produced by Defendants and third parties;
- working with class and merits expert witnesses;
- traveling to and taking in-person depositions across the country;
- traveling to and taking in-person depositions of experts across the country;
- preparing for and defending depositions of plaintiffs;
- preparing for and defending depositions of expert witnesses;
- researching and briefing arguments before the Eighth Circuit Court of Appeals;
- researching and briefing class certification;
- researching and briefing dispositive motions;
- researching and briefing pre-trial motions;
- preparing for trial (including multiple mock jury exercises);
- attending and participating in pretrial hearings;
- participating in the trial of the case; and
- participating in formal and informal mediation sessions with various defendants.

6. Boulware Law is a small firm—three attorneys and one paralegal. That means this case was an “all-in” lawsuit for the firm. Each of us at Boulware Law worked tirelessly—late nights and weekends included— for five years for our clients. By dedicating our limited resources

to this case, we risked much. We did so because we believed in the merits of the case and recognized that if we did not stand up for home sellers here, Defendants' anticompetitive scheme would continue. And though we have reached sizable settlements with several Defendants and obtained an historic \$1.78 Billion jury verdict, our firm has not yet been compensated for its work.

7. On the defense side were more than 20 of the best and largest law firms in the country. Defendants' army of lawyers fought vigorously. Almost every motion that could have been filed was filed, at least once. In the last five years, and even before the verdict, we made more than one trip to the Eighth Circuit Court of Appeals to defeat Defendants' attempts to avoid a jury trial.

8. Counsel for the Plaintiffs have expended significant time and resources to achieve the settlements for the class. After an exercise of billing judgment, Boulware Law attorneys and staff expended 14,249 hours pursuing these claims from inception through January 2024, and the total lodestar for our firm is \$12,929,975.00. We devoted our time to this case even when we could have worked on other cases with far less risk. A total summary of the hours and lodestar for our firm is attached hereto as **Exhibit A**.

9. Throughout the litigations, we worked to maximize efficiency and minimize unnecessary or duplicative billing. All firms who have performed work on behalf of the Plaintiffs have been instructed by Co-Lead Counsel to keep detailed time and expense records, including what time would be considered for reimbursement.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 29th day of February 2024, at Kansas City, Missouri.


/s/ 
BRANDON J.B. BOULWARE

EXHIBIT A

Plaintiffs' Lodestar through January 31, 2024
Boulware Law LLC

TIMEKEEPER	POSTITION	HOURS	RATE	TOTAL
Brandon Boulware	Attorney	5,318.7	\$1,250	\$6,648,375.00
Jeremy Suhr	Attorney	3,041.2	\$1,100	\$3,345,320.00
Erin Lawrence	Attorney	2,132.5	\$850	\$1,812,625.00
Kim Donnelly	Paralegal	3,737.6	\$300	\$1,121,280.00
Catherine Henne	Law Clerk	19.0	\$125	\$2,375.00
	TOTAL HOURS	14,249.0	TOTAL	\$12,929,975.00